

# **EXHIBIT B**

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

|                                    |   |                              |
|------------------------------------|---|------------------------------|
| MAGTEN ASSET MANAGEMENT CORP.      | : |                              |
| and LAW DEBENTURE TRUST COMPANY OF | : |                              |
| NEW YORK,                          | : |                              |
|                                    | : |                              |
| Plaintiffs,                        | : |                              |
|                                    | : |                              |
| v.                                 | : | Civil Action No. 04-1494-JJF |
|                                    | : |                              |
| NORTHWESTERN CORPORATION,          | : |                              |
|                                    | : |                              |
| Defendant.                         | : |                              |

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|------------------------------------|---|-----------------------------|
| MAGTEN ASSET MANAGEMENT CORP.,     | : |                             |
| Plaintiff,                         | : |                             |
|                                    | : |                             |
| v.                                 | : | Civil Action No. 05-499-JJF |
|                                    | : |                             |
| MIKE J. HANSON and ERNIE J. KINDT, | : |                             |
|                                    | : |                             |
| Defendants.                        | : |                             |

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**ORDER GRANTING MOTION OF MAGTEN ASSET MANAGEMENT  
CORPORATION FOR A PROTECTIVE ORDER WITH RESPECT TO THE  
DEPOSITION OF TALTON R. EMBRY**

Upon consideration of the motion for a protective order (the “Motion”) of Plaintiff Magten Asset Management Corporation (“Magten”) for the entry of a protective order, pursuant to Rule 26(c) of the Federal Rules of Civil Procedure and Delaware Local Rule 30.2, relieving Magten’s principal and Managing Director, Talton R. Embry, from appearing for a deposition on April 23, 2007, pursuant to that notice of deposition issued by or on behalf of counsel for Mike J. Hanson and Ernie J. Kindt on April 11, 2007;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED and any objections thereto are overruled;
2. Mr. Embry is not required to appear to be deposed on April 23, 2007;

3. Mr. Embry is not required to appear for deposition on more than one day, either individually or on behalf of Magten;

4. Counsel for NorthWestern Corporation and counsel for Messrs. Mike J. Hanson and Ernie J. Kindt will cooperate to reschedule Mr. Embry's deposition at a time and place that is convenient for all parties;

5. This Order shall take effect immediately upon entry; and

6. The Court retains jurisdiction to hear and determine all matters arising from implementation of this order.

SO ORDERED this \_\_\_\_ day of \_\_\_\_\_, 2007.

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